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COMICS



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CODE
AUTHORITY

VENOM LIVES!

The AMAZING
SPIDER-MAN

MISS
ME?

BUT FIRST SPIDEY'S GOT TO
SURVIVE THE ASSAULT OF THE
DEATH-DEALER FROM DOWN-
UNDER...

BOOMERANG

03
071486 02457 6





Lucky needs your magic touch.

Help make his new marshmallow shape.

START
HERE

• 2

13 •

• 3

• 4

11 •

12 •

• 5

• 6

9 •

10 •

• 7

8 •



NEW GREEN ? ? ? ? S.

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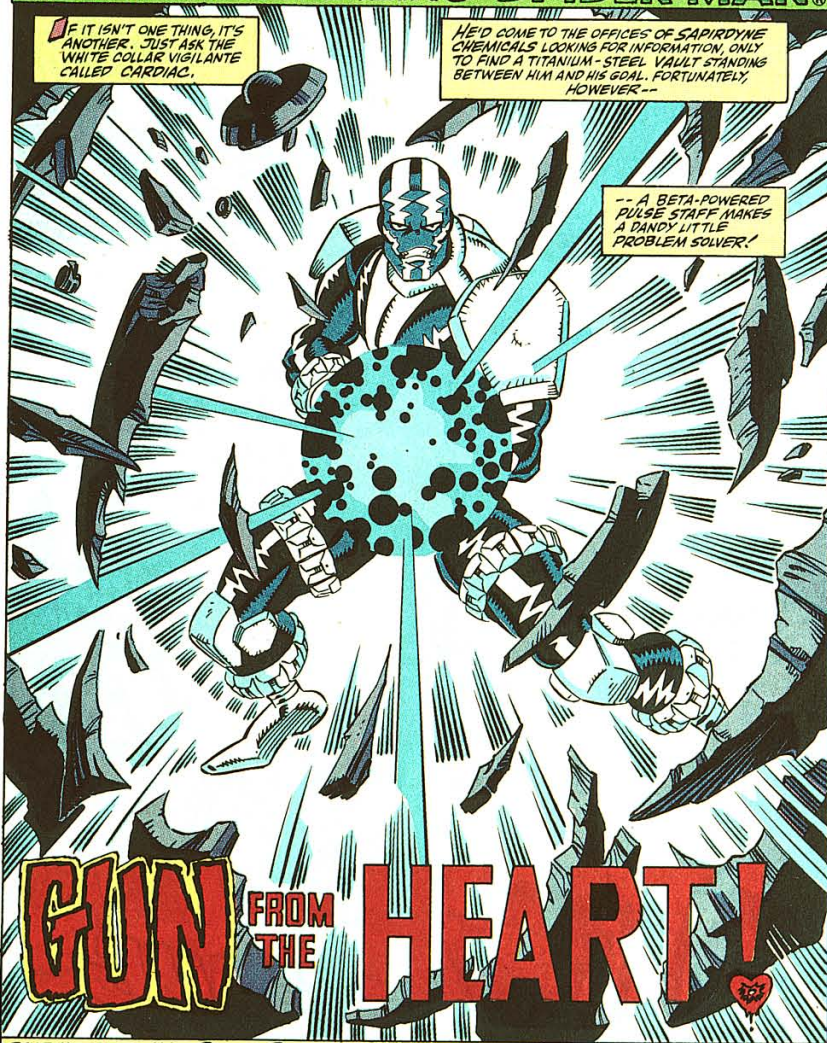
BITTEN BY A RADIOACTIVE SPIDER, STUDENT PETER PARKER GAINED THE PROPORTIONATE STRENGTH AND AGILITY OF AN ARACHNID! ARMED WITH HIS WONDROUS WEB-SHOOTERS, THE RELUCTANT SUPER HERO STRUGGLES WITH SINISTER SUPER-VILLAINS, MAKING ENDS MEET, AND MAINTAINING SOME SEMBLANCE OF A NORMAL LIFE!

Stan Lee
PRESENTS: **THE AMAZING SPIDER-MAN.**

IF IT ISN'T ONE THING, IT'S ANOTHER... JUST ASK THE WHITE COLLAR VIGILANTE CALLED CARDIAC.

HE'D COME TO THE OFFICES OF SAPIRDYNE CHEMICALS LOOKING FOR INFORMATION, ONLY TO FIND A TITANIUM-STEEL VAULT STANDING BETWEEN HIM AND HIS GOAL. FORTUNATELY, HOWEVER...

-- A BETA-POWERED PULSE STAFF MAKES A DANDY LITTLE PROBLEM SOLVER!

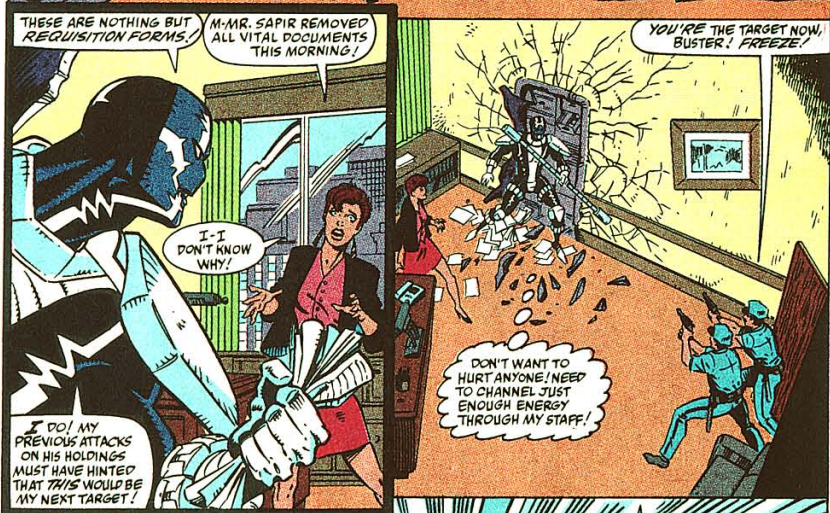
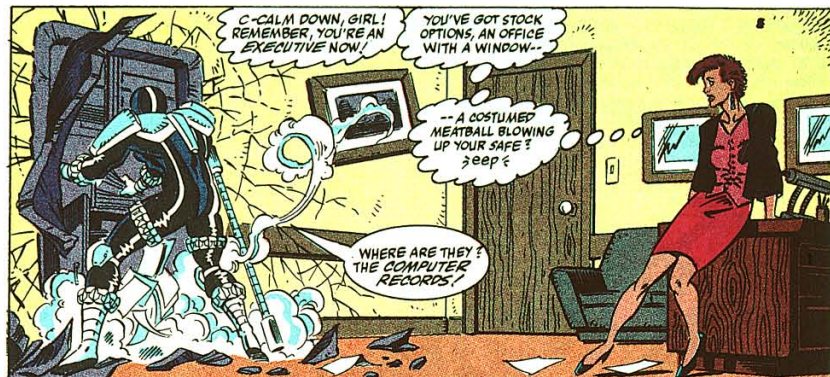


GUN FROM THE HEART!

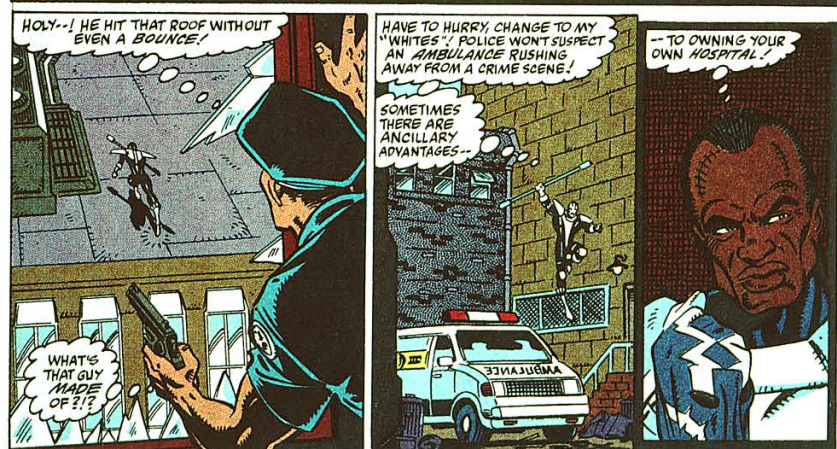
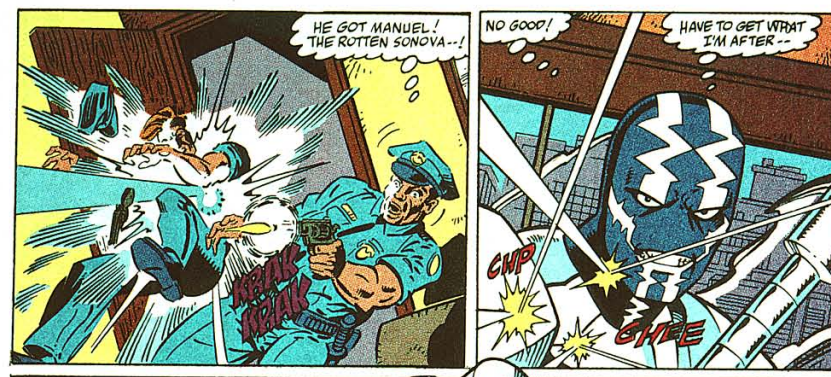
DAVID MICHELINE WRITER MARK BAGLEY GUEST PENCILER RANDY EMBERLIN INKER RICK PARKER LETTERER BOB SHAREN COLORS JIM SALICRUP EDITOR TOM DEFALCO EDITOR IN CHIEF

THE AMAZING SPIDER-MAN Vol. 1, No. 345, March, 1991. (ISSN# 0274-5232) Published by MARVEL COMICS, Terry Stewart, President. Stan Lee, Publisher. Michael Holtzman, Group Vice President. Publishing OFFICE OF PUBLICATION: 387 PARK AVENUE SOUTH, NEW YORK, N.Y. 10016. SECOND CLASS POSTAGE PAID AT NEW YORK, NY AND AT ADDITIONAL MAILING OFFICES. Published monthly. Copyright © 1991 by Marvel Entertainment Group, Inc. All rights reserved. Price \$1.00 per copy in the U.S. and \$1.25 in Canada. Subscription rate for 12 issues: \$12.00 U.S.; \$17.00 Canada; and \$24.00 foreign. No similarity between any of the names, characters, persons, and/or institutions in this magazine with those of any living or dead person or institution is intended, and any such similarity which may exist is purely coincidental. This periodical may not be sold except by authorized dealers and is sold subject to the condition that it shall not be sold or distributed with any part of its cover or markings removed, nor in a mutilated condition. THE AMAZING SPIDER-MAN (including all prominent characters featured in the issue and the distinctive likenesses thereof) is a trademark of MARVEL ENTERTAINMENT GROUP, INC. POSTMASTER: SEND ADDRESS CHANGES TO AMAZING SPIDER-MAN, c/o MARVEL COMICS, 9TH FLOOR, 387 PARK AVENUE SOUTH, NEW YORK, N.Y. 10016. Printed in the U.S.A.

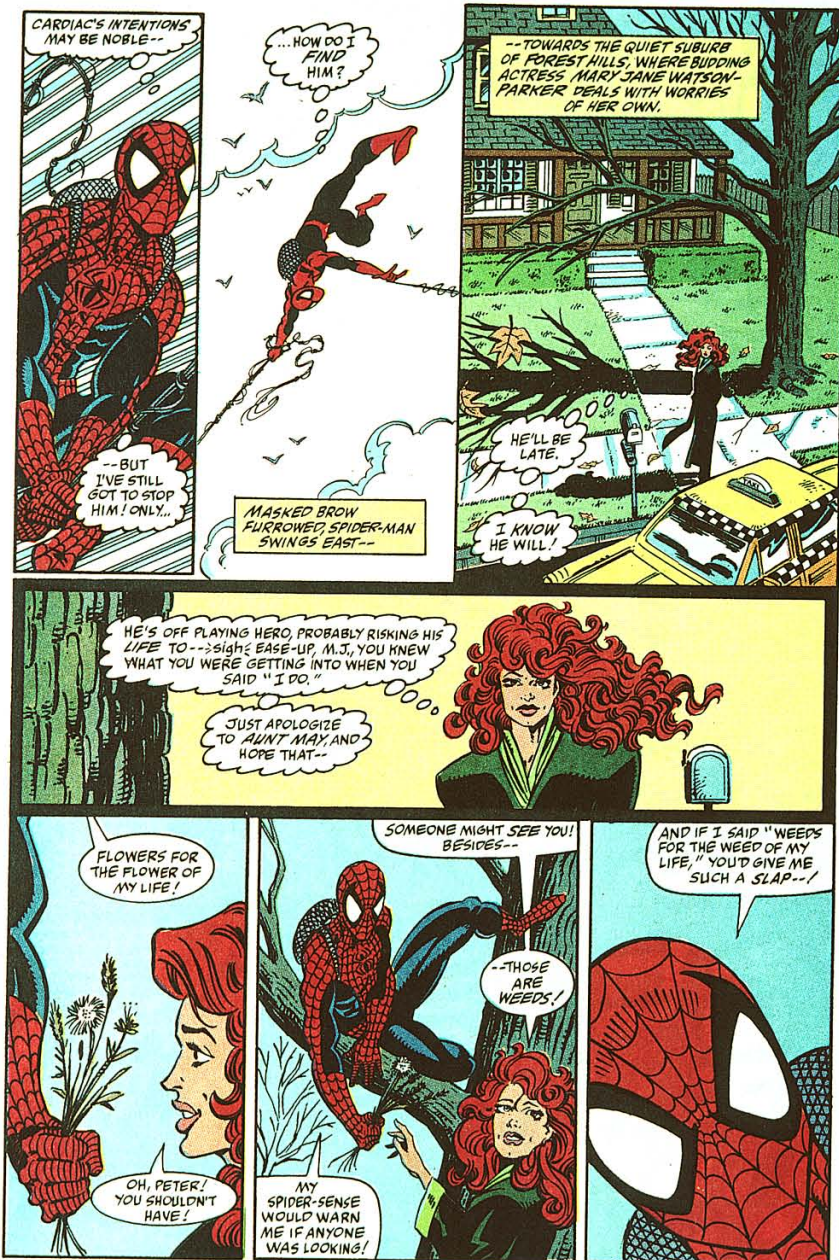
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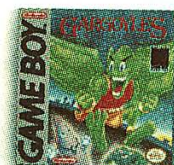
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GARGOYLE'S QUEST



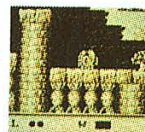
GRAPHICS SO REAL YOU'LL FORGET IT'S ONLY A GAME



Dazzling graphics and excellent sound bring a whole new dimension to the

Game Boy! Enchantment and excitement await you in Gargoyle's Quest.

Prepare to do battle as Firebrand, the last Guardian Gargoyle of the Ghoul Realm. You must act quickly to defend your world against an invading army of Destroyers.



Fight your way through enemy forces to reach the dimensional portal that leads to your home world. Once there, the true nature of the quest begins.

The King of the Ghoul Realm has been kidnapped and it's up to you to save him. Blast the attackers with fiery breath as you fly through their defenses. Unravel the mysteries of this multilevel universe to succeed in conquering the Destroyers and freeing the captive King.

• Highly-detailed artwork sets new standards for the Game Boy!

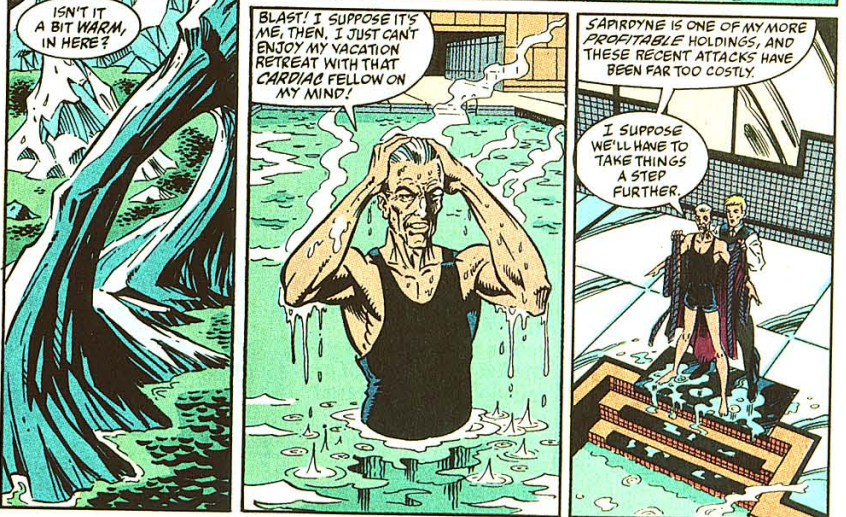
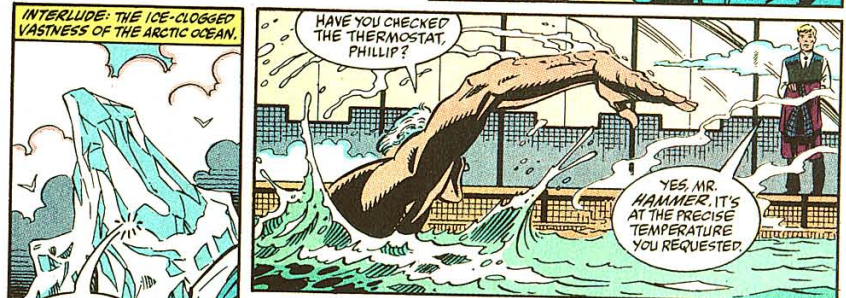
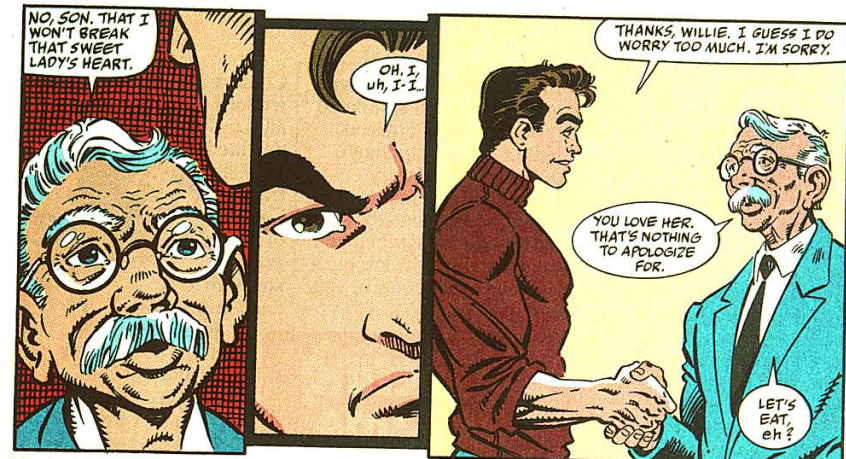
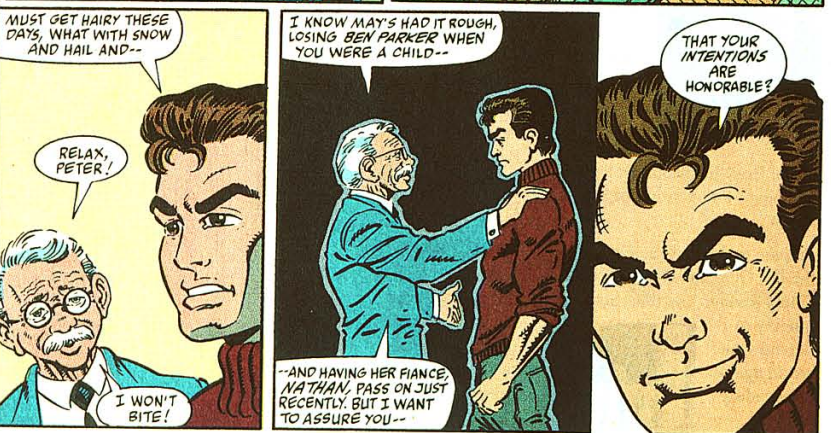
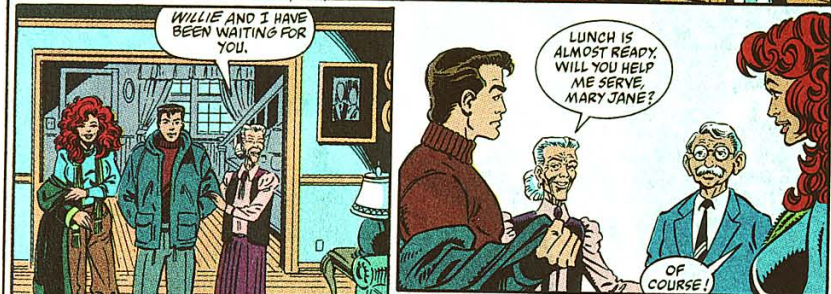


- Advanced playability, highlighted with 360 degree scrolling.
- Hours of entertainment await you in this diverse adventure.



CAPCOM
USA

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Santa Clara, CA 95054
(408) 727-0400





Over 18,000 years ago many of the men in China dedicated their life to the study of philosophy. And then applied it to a war to end all wars.

The country was plagued by a bandit horde known as the Yellow Scarves. Who amassed a power no one had yet to conquer. Fact is, no one could assemble a force strong enough to destroy them.

In *Destiny of an Emperor*, your challenge is to change the course of history forever. For the good of China. And the world.

This full scale, role playing adventure game for the Nintendo System will put you deep in the throes of that war.

The action is as real as it gets thanks to the discovery of authentic documents detailing the era.



Characteristics of 180 warlords have been simulated based on the renowned text of Sanquozhi Yanyi.

Even 20th century strategists are destined to spend hours, even days on each game. And when you take a break to philosophize on your next action (if you can pull yourself away) you

Conquering this game will take you centuries.



In the mountains, rebels await behind every tree.

can actually save up to three histories exactly where you've left off.

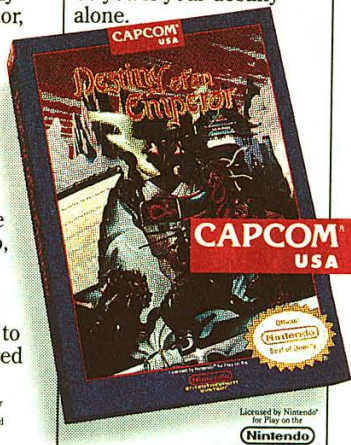
You can put yourself in the place of Liu Bei, dedicated to raising an army for the restoration of the dynasty. Or Guan Yu, an exceptionally skilled warrior, match for a thousand soldiers and worshipped as a god.

But no matter who you are, it will be hard to win the war against Zhang Jao, the deadly leader of the Yellow Scarve rebels and founder of the Tai Ping sect. Not to mention the most feared

Chinese warlord of all, Lu Bu, destined to be a traitor because of his great strength and courage.

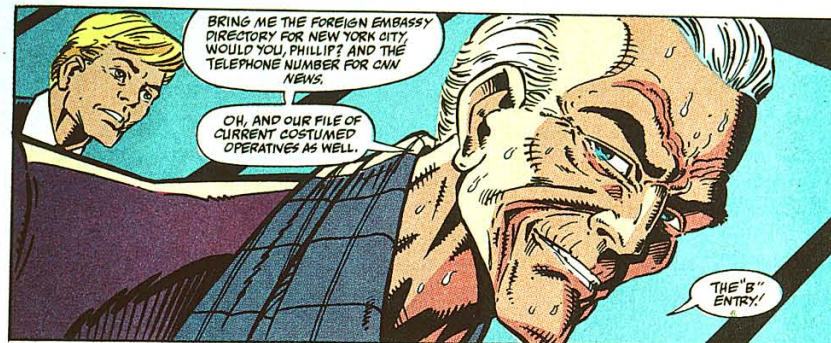
You'll use every strategic cell in your brain to fulfill your constant requirements for weapons, food and manpower. You'll give important commands that could mean your life, and the life of your armies. And in true Chinese tradition, you'll engage in battle again and again to defend your honor. An honor certified by an oath signed in blood.

When all is said and done, there will be room for only one Emperor. Whether or not that will be you is your destiny alone.



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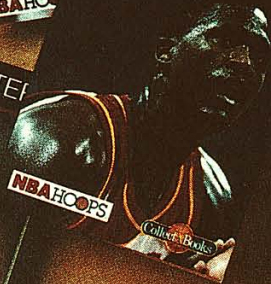
MUGGSY BOGGLES

NBA HOOPS Collect-A-Books



DOMINIQUE WILKINS

TERRY PORTELL



NBA HOOPS

PERSONAL STORY

James Worthy may be the only member of the Los Angeles Lakers who has ridden to practice on a bicycle. Although to practice on a bicycle of the league's fastest players for one of the world's most famous cities at heart. Worthy is still a country boy.

Worthy grew up in Gastonia, North Carolina. When a new BOYS CLUB opened when he was 9, Worthy and his two older brothers used to go there to play basketball all the time, even though for the first 18 months there weren't any baskets in the gym. Since they couldn't work on their shooting, they spent their time dribbling and passing. This may be why Worthy is such a

Worthy likes to go for a bike ride in the hills of the Lakers in the city. Worthy has been a star winning championships.

Worthy likes to take him a walk in a big city. Worthy likes to take him a walk in the city. Worthy likes to take him a walk in the city.

Tall Tales And Short Stories.



Scottie Pippen

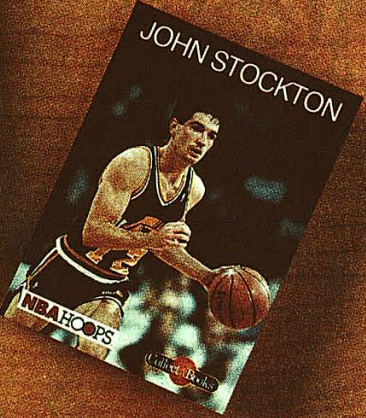
Born: September 25, 1965 in Hamburg, Arkansas
College: University of Central Arkansas, Conway, Arkansas
Height: 6-8 Weight: 210
Position: Forward/Guard
Drafted: 1st Rd/Pick 5 Seattle, 1987



CAREER HIGHLIGHTS

- NBA ALL-STAR, 1990
- COMPETED FOR SLAM-DUNK TITLE AT 1990 ALL-STAR WEEKEND
- BULLS' SECOND LEADING SCORER LAST TWO SEASONS
- GRABBED 15 REBOUNDS VERSUS PORTLAND ON MARCH 24, 1989
- NAIA ALL-AMERICAN AS A COLLEGE SENIOR

CHICAGO BULLS

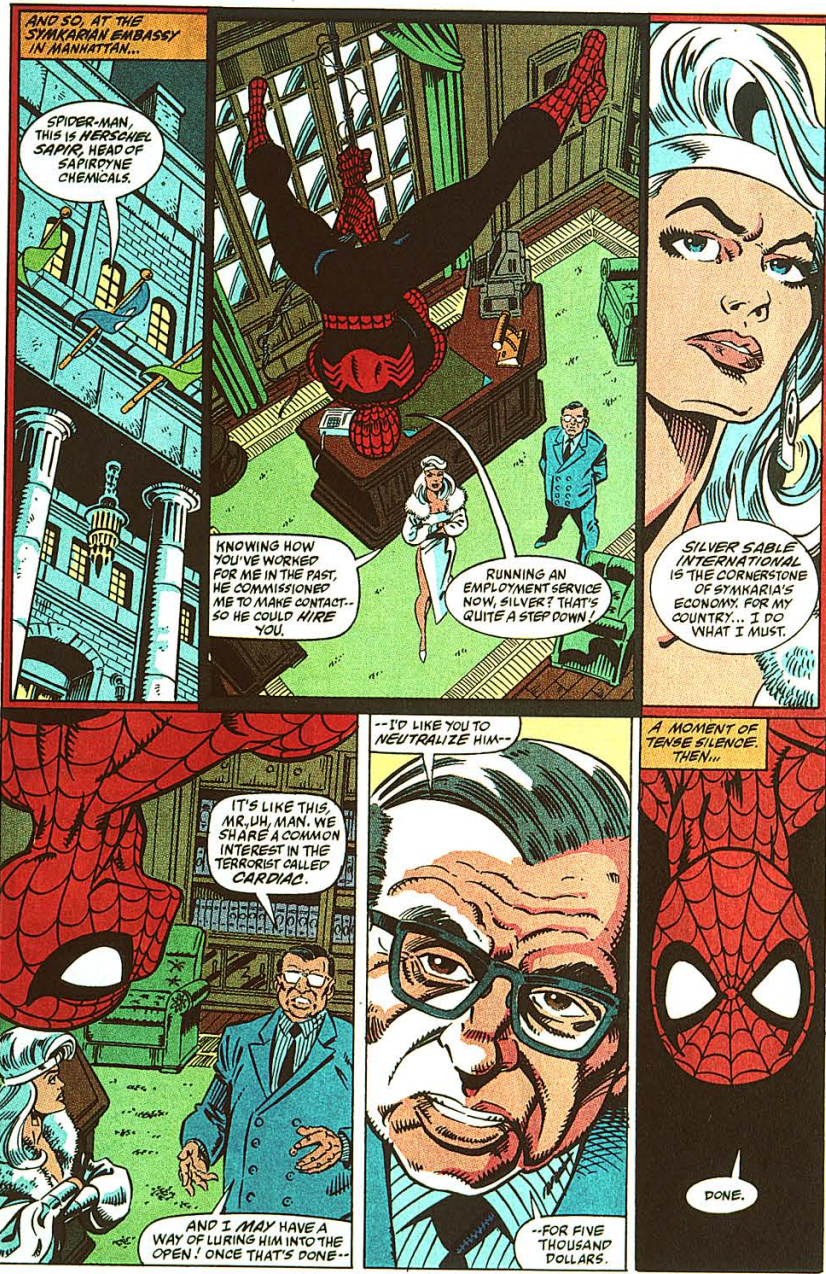


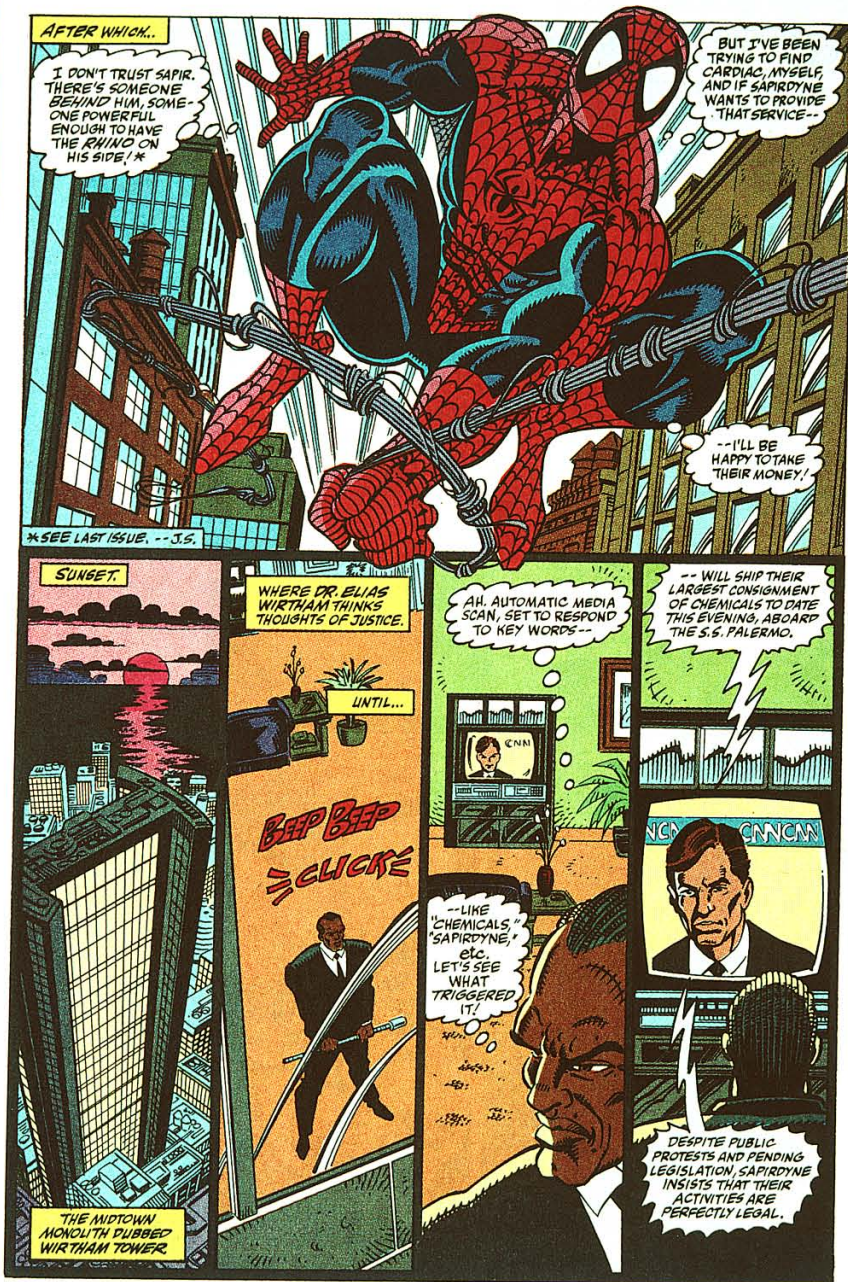
JOHN STOCKTON

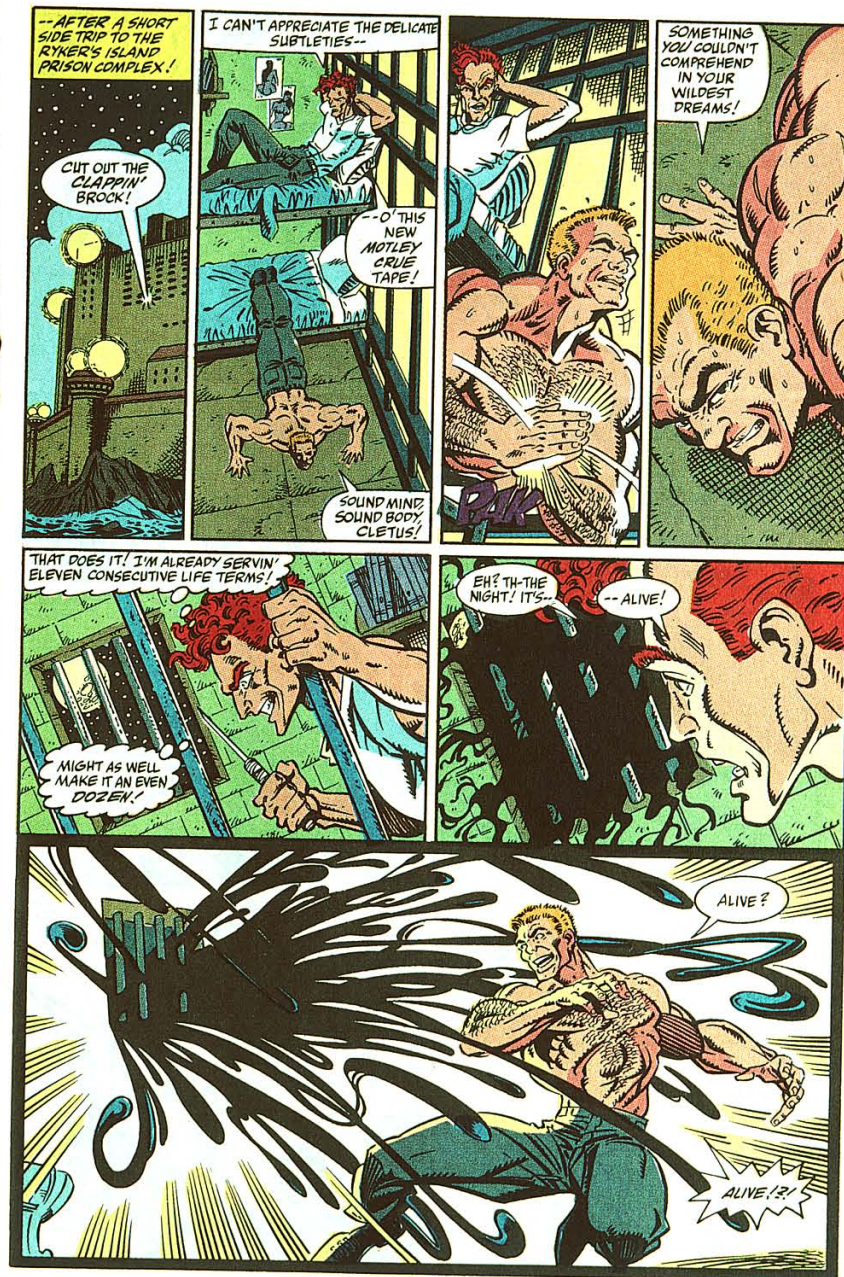
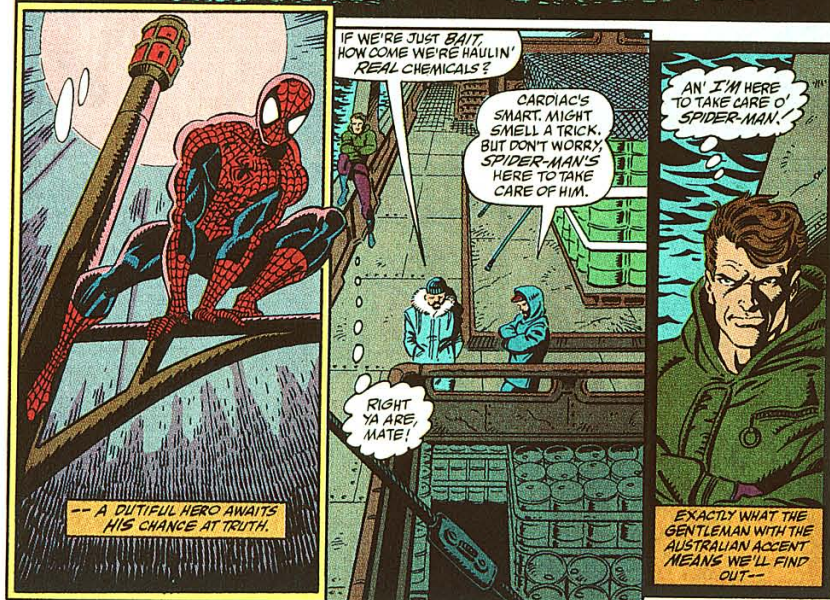
NBA HOOPS Collect-A-Books let you read about the NBA's biggest stars, from the tallest centers to the shortest point guards. That's because NBA HOOPS Collect-A-Books have eight pages of facts, photos and personal info on forty-eight NBA players. They're required reading for any fan, big or little.

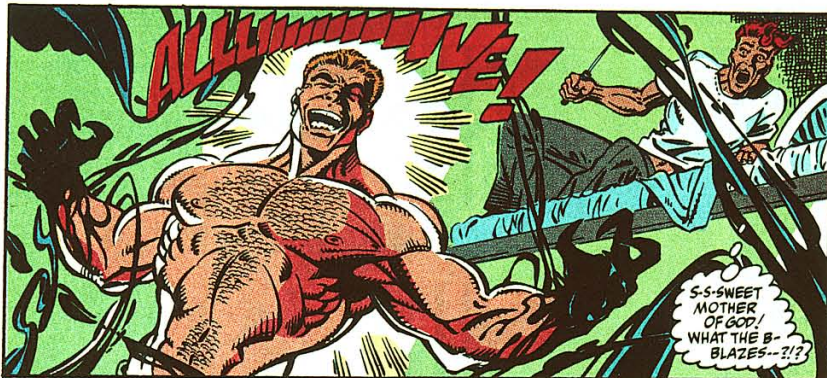
NBA HOOPS

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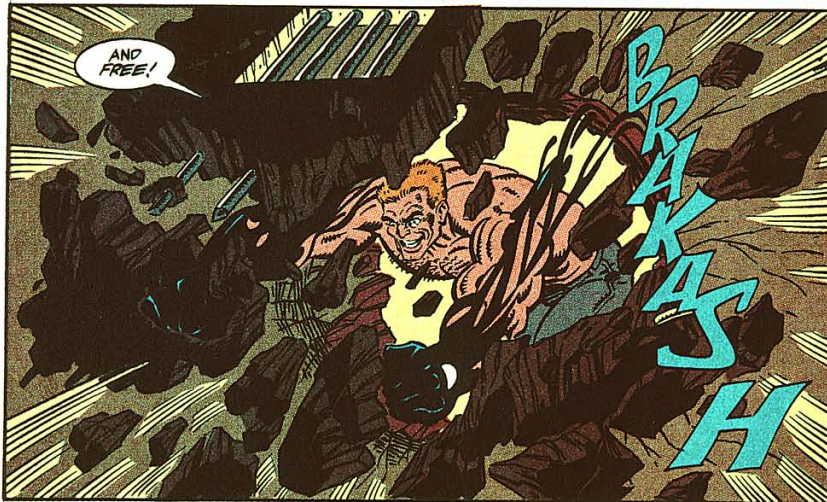








S-S-SWEET
MOTHER OF GOD!
WHAT THE B-
BLAZES--?!?



AND
FREE!



S-S-STEADY,
MAN! WH-WHATEVER
IT WAS, IT...

...IT'S
OVER!



NO, CLETUS KASADY.



IT'S
NOT.

18



BUT THEN
AGAIN, NEITHER
IS THIS!

WE'VE REACHED
OPEN WATER! TUGS
PULLING AWAY!

BETTER
MAKE
SURE IT'S
WITHOUT
ME!



HE'S
HERE!

ABANDON
SHIP!

NOW!



YOU HEARD THE
MAN! GET
MOVIN'!

JUST LIKE WE
PRACTICED!



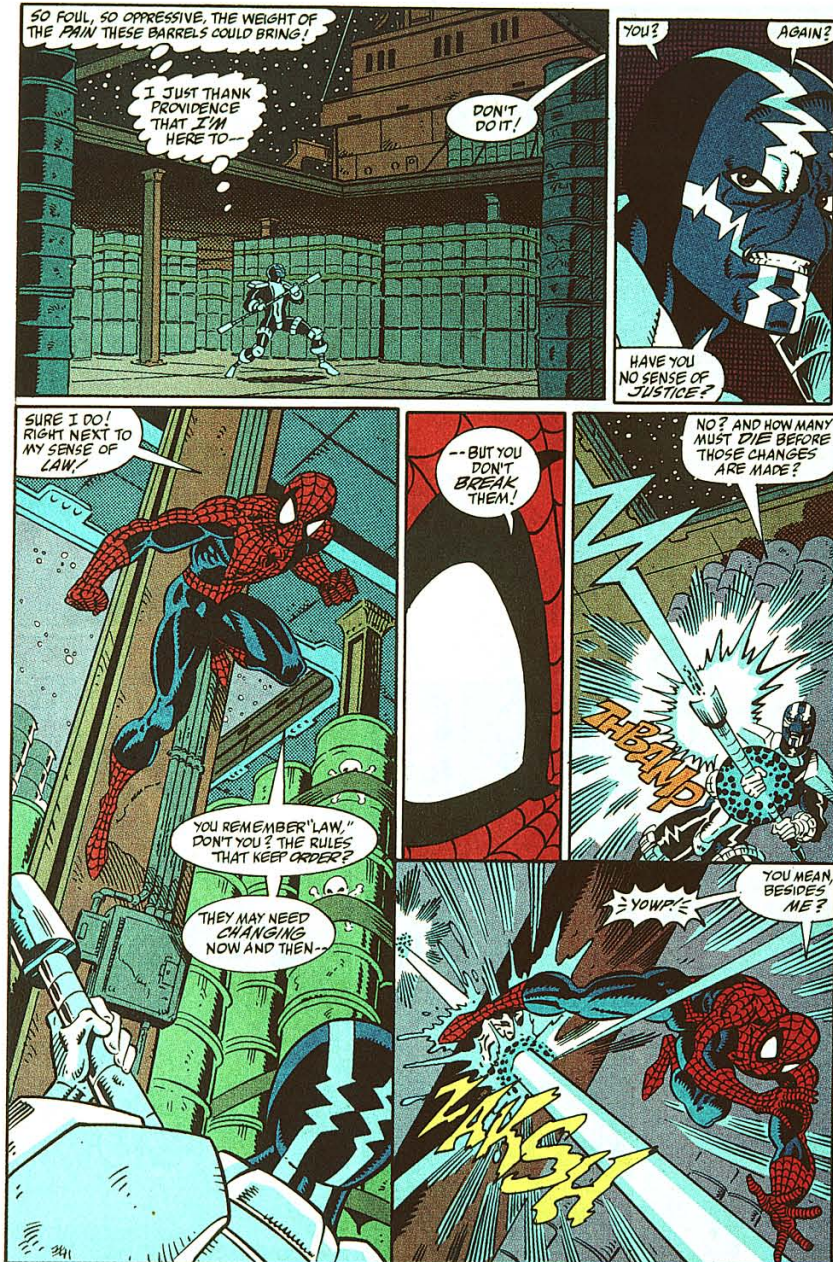
HAUL BUNS, BUDDY!
THIS IS THE LAST BOAT!

BEST GO ON
WITHOUT ME,
MATE!



I AIN'T QUITE
DONE HERE
YET!

19



20

INTENSE!

12 LEVELS OF PLAY!

POSSESSOR REPTYL MEPHISTO FIRELORD EMPEROR

SILVER SURFER™

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Nintendo
ENTERTAINMENT SYSTEM™

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22

SILVER SURFER HI-SCORE CONTEST!

Win a Customized
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CONTEST RULES:

1. Take a photograph of your high score and send it in to:

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Tel: (714) 833-8710

Attn: Arcadia NES Silver Surfer Contest

2. Make sure your address and telephone number are written on the back of your photograph.
3. Entry must be received by March 31, 1991.
4. You may enter as many times as you wish.
5. No purchase is necessary.

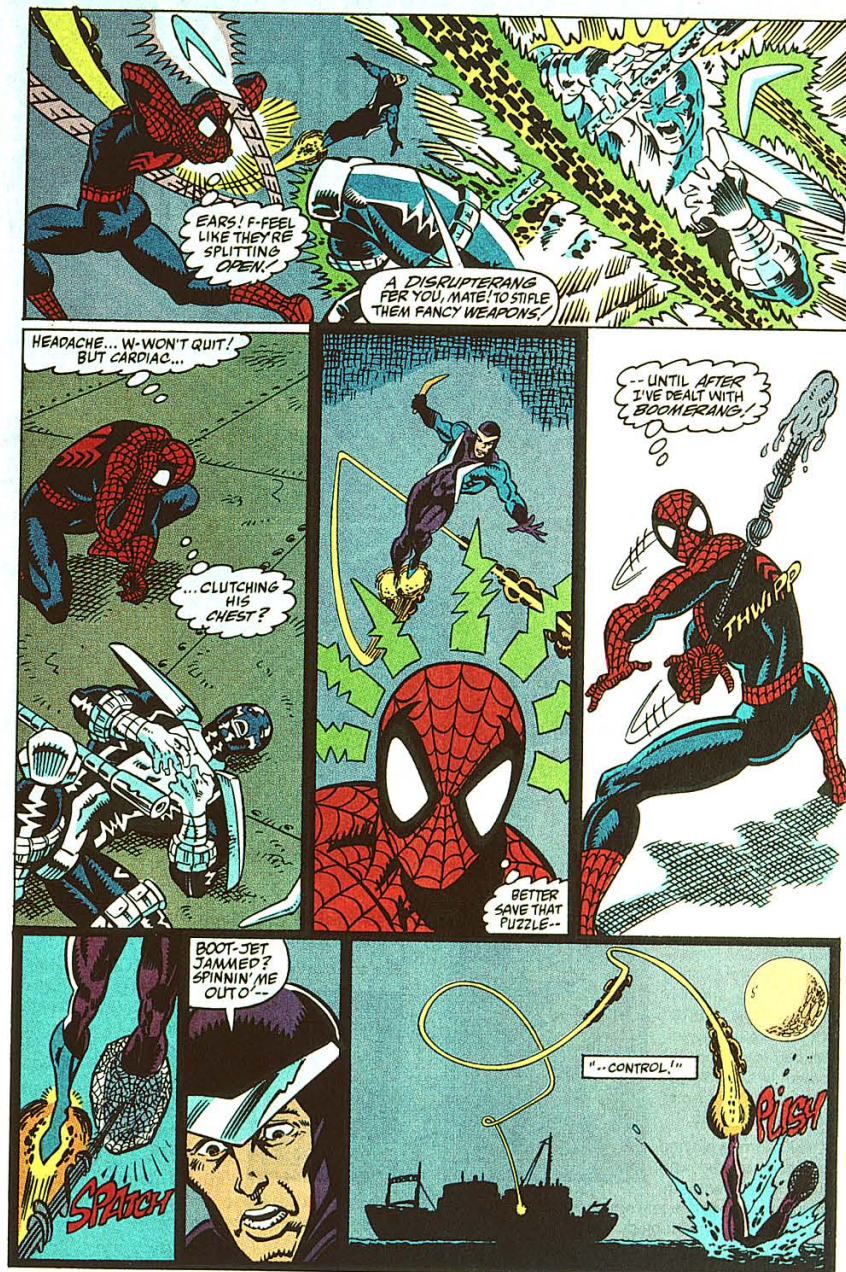
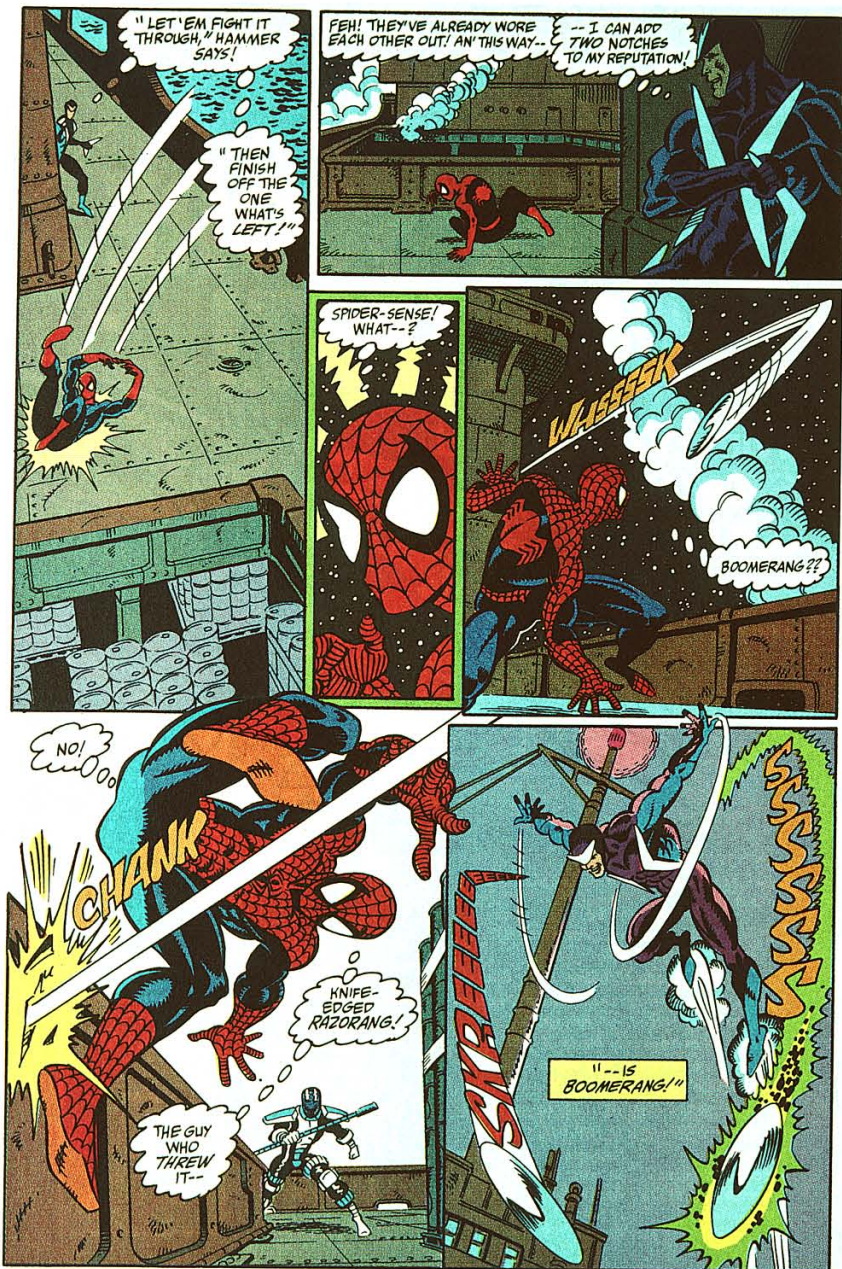
SILVER SURFER CAN BE PURCHASED AT MANY LOCATIONS OF THE FOLLOWING STORES:

• Toys 'R Us	Babbages	Fred Meyer
Electronics Boutique	Software, Etc.	Play Co.
Streetside Records	Walden Soft	Karls Toys
G n G Software	Captron	Adrays

and many of your favorite NES retailers.



The Personal Watercraft Industry Association recommends all Jet Ski operators have a valid driver's license.



Spectacular Inter-Galactic Battles

Blast into the future
for hours of adventure.

Join Buck Rogers and the New Earth Organization in the exciting 25th Century, and play the **BUCK ROGERS® XXVc™ Role-Playing Game** and **Count-down To Doomsday**, the new computer role-playing game.

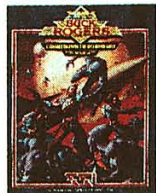
The XXVc role-playing game is packed with adventure, fantastic civilizations, genetically-engineered races, and future-science technology. This game contains



action-packed adventures sure to thrill science-fiction fans and game players alike.

The computer game thrusts you into a race to save humanity from the enemies of the inner planets. Players must follow clues across the solar system, through the space ways, and to the surfaces of Mars, Venus and the orbiting satellites of Mercury to discover the awesome DOOMSDAY Device.

Earth's future is in your hands! Look for these games at book, computer, hobby and comic stores everywhere.

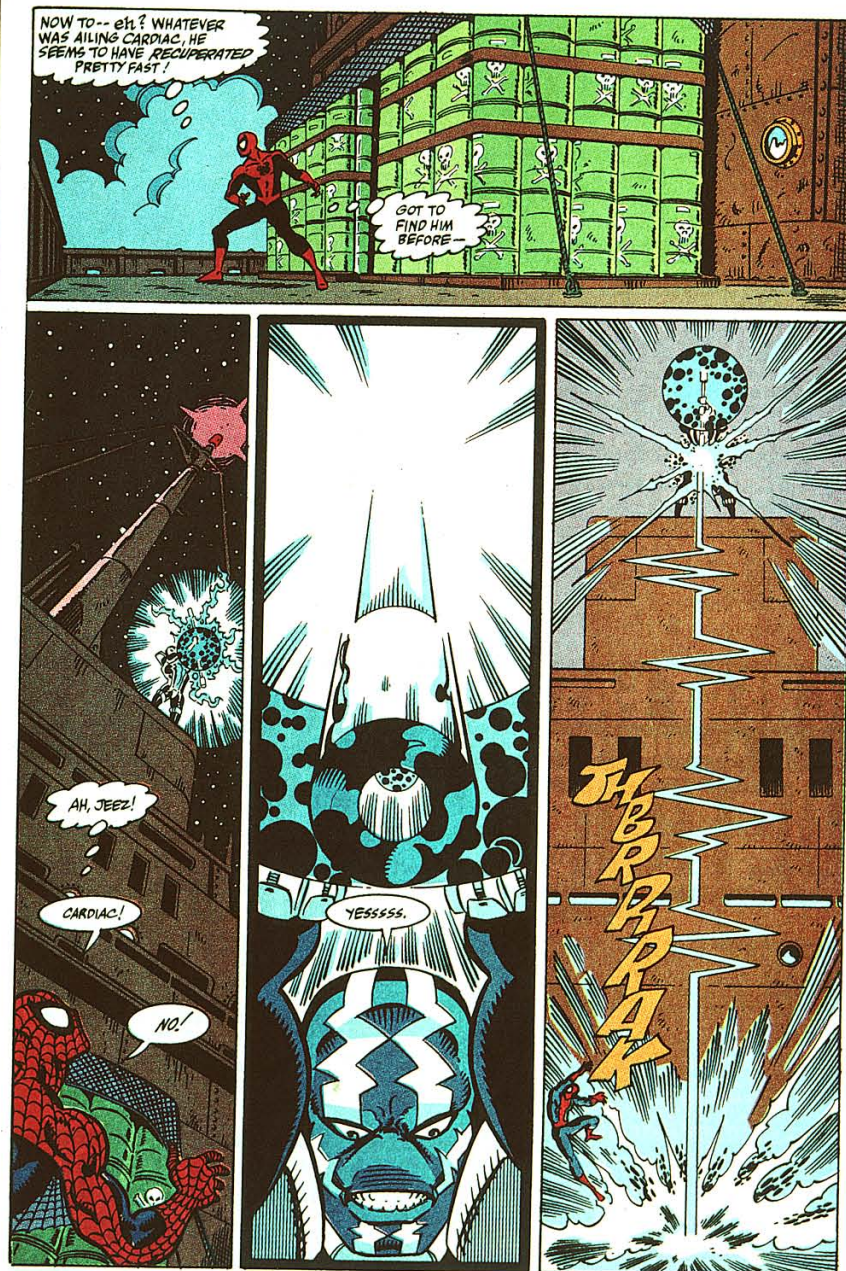


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IF YOU WERE going to start your own basketball team, who would you pick first? Would it be **Michael Jordan** for his slam dunks or **Magic Johnson** for his no-look passes?

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One of the coolest hobbies is collecting basketball cards because it's fun and easy to start. If you want to complete the whole set or just collect all of your favorite players, you can have an awesome time and learn the answers to these "Basketball Brain Busters."

- What college did **John Stockton** attend?
- What year did **Charles Barkley** lead the league in rebounding?
- Do you know **Dominique Wilkins'** real first name?



If you can't get enough of your favorite NBA players, NBA HOOPS Collect A Books and NBA HOOPS Action Photos are two more products that are fun to collect and trade.

So join the best team around and follow your favorite NBA players by collecting NBA HOOPS, The Official NBA Basketball Card.

RAD!

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COMIC BOOK CONVENTION SCHEDULE

DETROIT

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Special Guests: Stan Lee and Bill Reinhold

FEBRUARY SCHEDULE

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PARK PLAZA HOTEL, 155 Temple St.

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PARK PLAZA HOTEL, Palmetto Exp. & N.W. 103rd St., Hialeah Gdn.

3 WAYNE, N.J.
RAMADA INN, Route 48 West, 1/4 m. from Willowbrook Mall

10 NEW YORK, N.Y.
PENTA HOTEL, 33rd St. & 7th Ave.

10 CHICAGO, ILL.
HYATT REGENCY, Woodfield Rd. Exit off Rte. 53

10 VANCOUVER, BC CANADA
SHERATON INN, 500 W. 12th Ave.

16a DETROIT, MI.
17 DEARBORN CIVIC CENTER, 15801 Michigan Ave., Dearborn

16 PARAMUS, N.J.
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17 MT. LAUREL, N.J.
BUDGET MOTOR LODGE, Rte. 73 and Fellowship Rd., at Exit 4 off N.J. Tpk.

23 PHILADELPHIA, PA.
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HOLIDAY INN, 205 Wolf Rd.

24 SPRINGFIELD, N.J.
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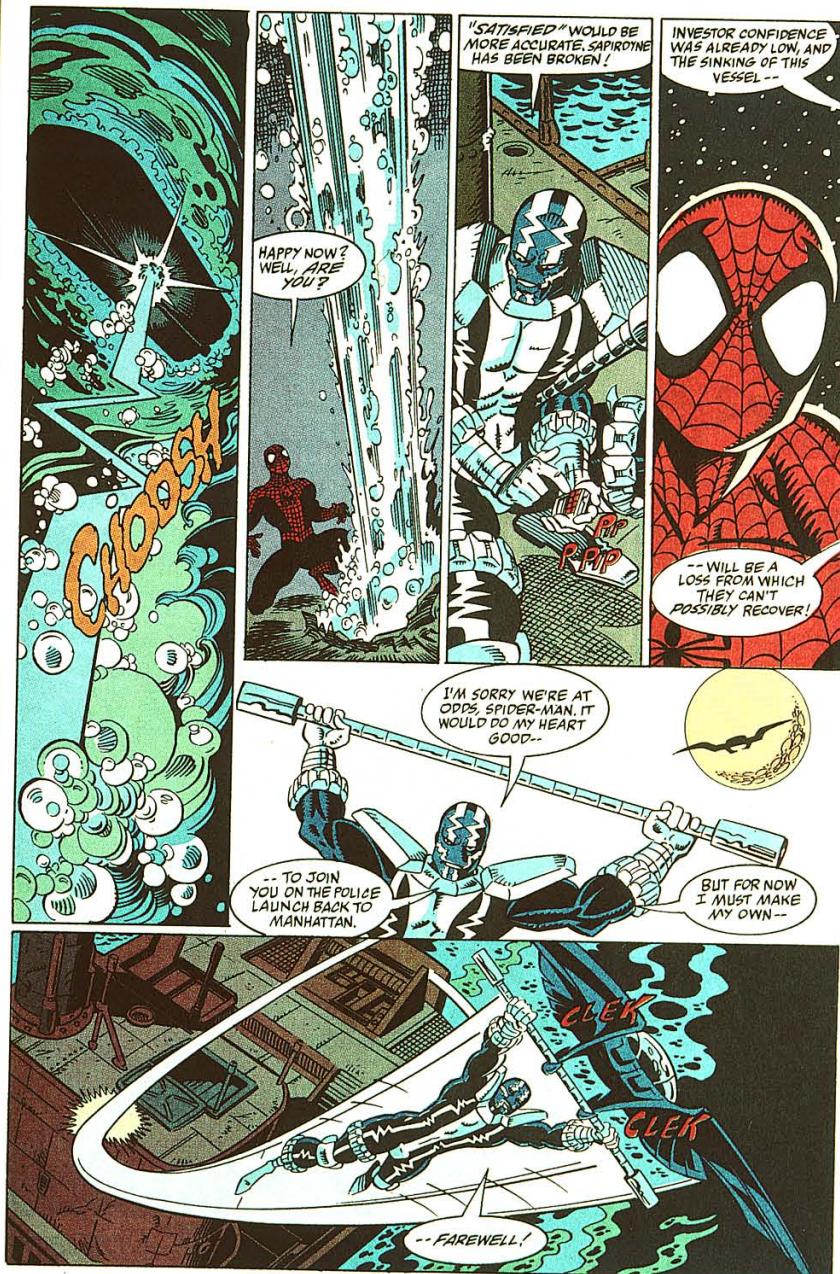
SAN FRANCISCO

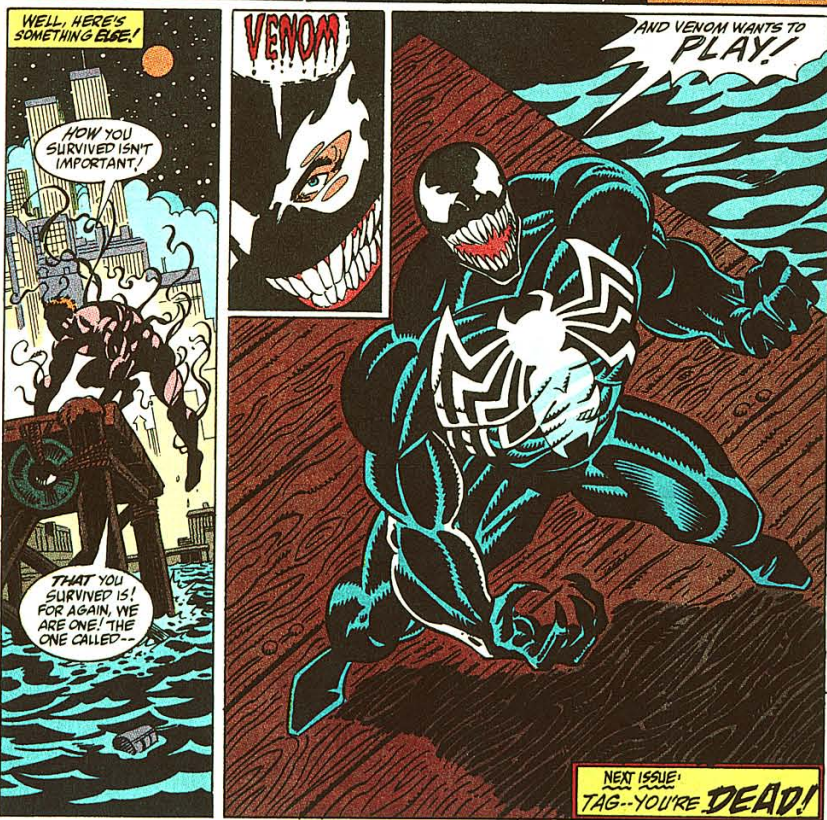
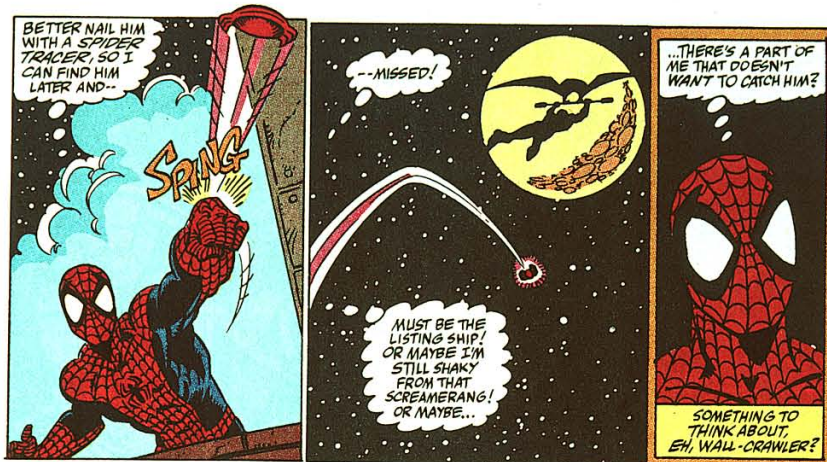
MARCH 2 & 3, 1991

Special Guests: Stan Lee, Jim Lee and Chris Claremont

RD 1, Box 25A, Ringoes, NJ 08551 • (201) 788-6845

COW PALACE - Geneva and Santos St. - Cow Palace exit off Rte. 101 or Rte. 280





THE SPIDER'S WEB

% MARVEL COMICS GROUP
387 Park Avenue South
New York, New York 10016

JIM SALICRUP
ARACHNERD
DAN CUDDY
ASSISTANT EDITOR

Attention correspondents: All letters considered for publication must include your name and address, though we will withhold that information upon request.

Dear Amazing crew,
From Doc Ock in a suit to Sandman with a glass jaw, AMAZING SPIDER-MAN #338 was great! Mr. Michelinie crafted a perfect tale by successfully interweaving a major plot with a few subplots. I was impressed with his ability to perfectly blend so many characters in a single issue. The book did not even seem crowded with all these major characters.

Mr. Larsen is proving to be a worthy artist indeed. Every issue he becomes more comfortable with the characters. Sometimes his art looks real cartoonish or other times it appears incredibly realistic. I really enjoy the way the white in Spidey's eyes becomes wider when he is surprised or smaller when he is mad. The only real problem I have with Mr. Larsen's art is Doc Ock's arms. He draws Ock's arms way too thin! In past appearances, they've always looked larger.

I must say that I really like the direction in which Mr. Michelinie is taking the Sinister Six in. In their past appearance, the sole reason for their uniting was to crush Spider-Man. Now, however, they've pooled their talents for a common goal: world domination! Although I wasn't really surprised at Sandman switching sides in the middle of battle, I was surprised at Doc Ock's handling of it. The "glass jaw" solution was ingenious! I only have one question. Wouldn't Sandy be broken or at least cracked from the takeover of the Shlout? After seeing the cruelty of Caesar (especially on pg. 14), who could blame MJ for buying a gun? I hope she shoots and kills the obsessive jerk! He deserves to die!

Dr. P.A. Dating
636 Carpenter Road
Flushing, MI 48433

Sorry, Dr. D., but you know by now that MJ discovered how difficult it is to purchase a legitimate firearm in New York City. Anyway, many fans weren't happy with her decision. Let's hear from one ...

Dear Spider-persons,
What's going on? I just read AMAZING SPIDER-MAN #338 and I have some mixed emotions.

First of all I would like to comment on Mr. Larsen's artwork. Fabulous! Please don't lose that guy.

Now for my comment on the writing. Are you nuts? Mary Jane buying guns? What next? Is she going to leave Spidey and join some militia force with the Punisher? I can understand that she fears the ever-coming threat of Jonathan Caesar but I think that another method could have been used. However, I was glad to see that the Sandman welched out on Doc Ock, but I have a question. Besides his tentacles Ock is just a human, right? Wouldn't a blow from the Sandman, like on page 25 have rendered him unconscious or at least dazed him a bit? (Normally I would have gone for a No-Prize but I found that as too weak of an attempt.) Other than that I am quite pleased with Mr. Michelinie's work.

At any rate please keep up the good work on my favorite comic, and until Mary Jane gains a hundred pounds and becomes a compulsive over-eater, Make Mine Marvel!

Brad Leverton
3533 Moraga Dr.
Las Vegas, NV 89103

Doctor Octopus is the quintessential megalomaniacal villain. So when Sandman punched him, Ock was unconscious... I just didn't know it! (Whew, are we grabbing at straws or what?)

Dear Messrs Michelinie and Larsen,
While it's an interesting change to see Dr. Octopus wearing expensive Italian suits instead of his customary puke-green leisure suit, this switch raises all sorts of questions. Where did a brain-damaged nuclear physicist suddenly develop such a fashion sense? If he is reading GQ in between criminal escapades, why does he still sport that soupbowl haircut which makes him look like Moe of the 3 Stooges? And what New York tailor caters to portly criminal geniuses with 6 arms? I doubt Doc buys off the rack.

Is studying for the Bar Exam starting to affect my mind?
Daniel Phillip Barer
100 McAllister #1225
San Francisco, CA 94102

If you're studying for the Bar Exam, Daniel, your mind was affected long ago. Seriously, good luck!

Dear Swinging Spider Dudes,
Let me start off this letter by saying I love what you guys are doing! I just got done reading AMAZING SPIDER-MAN #338 and I think Spidey's up a certain creek without a paddle. Also thanks for bringing Caesar back. It's always good that ol' feminine MJ stuck up for herself against your friendly neighborhood psychopath.

Chad Sokolowski
10809 Burr Oak Way
Burke, VA 22015

Dear Spider-Writers,
I am writing to you in response to letters that were printed in issue #338. First, the letter from Tim Dwyer. This is the type of guy that thinks "Puff the Magic Dragon" is about drug use. It's a free country, and he has his right to voice his opinion, so do I, and so does Michelinie.

Dwyer speaks of David pushing his "paranoid" hatred of leaders on the nation's kids. If this guy thinks a comic book can make a kid an anarchist, I'd hate to hear his view on Rock-n-Roll.

Secondly, the letter from Kris Callimore. If the little boxes of guest stars annoy him and he avoids them because Roger Ebert told him so, I'd hate to see Ebert tell him to jump off a bridge. I think the little boxes give the comic an individual look, a little break from the picture of ol' Webhead every issue.

As for the stories, they have been great, one after another. Thanks for taking the time to read my letter and letting me voice my opinion.

Pat Maloney
416 Church Street
N. Syr, NY 13212

Your opinion is always greatly appreciated, Pat. But so were Tim Dwyer's and Kris Callimore's. We don't play favorites here.

NEXT ISSUE: Venom lives again, and he still wants to eat Spidey's brain!

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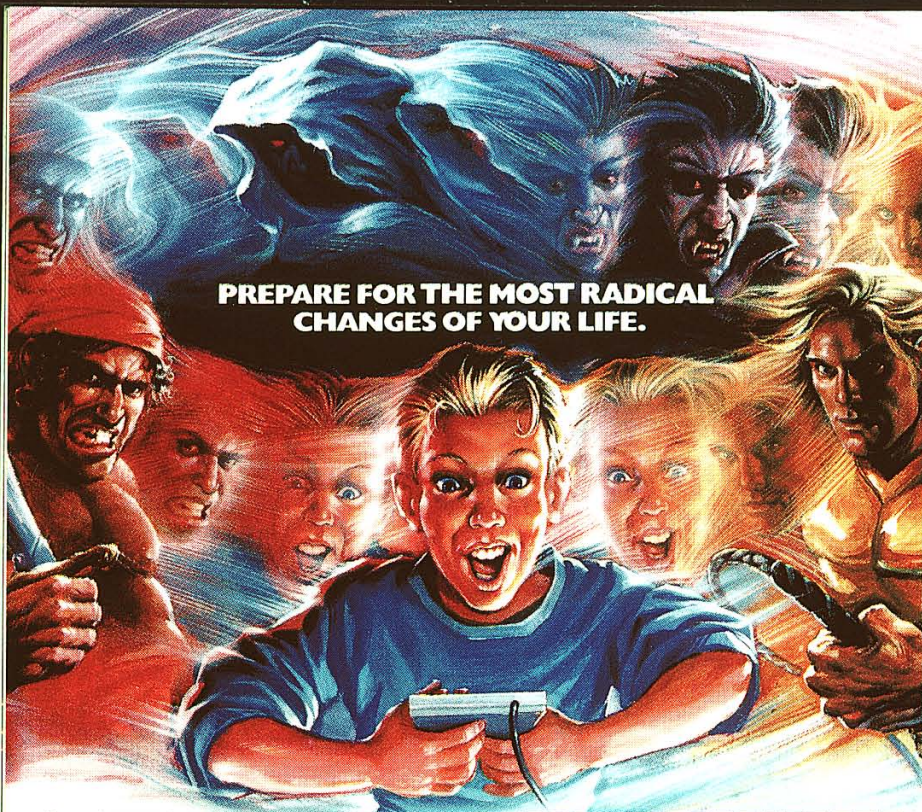
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